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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 11777  
(CF SPECIAL SITUATION FUND I LP)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and CF Special Situation Fund I LP ("CF Special Situation") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11777 (CF Special Situation Fund I LP) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, in or about June 2006, Park-Ohio Products, Inc. ("Park-Ohio") assigned its right to certain of DAS LLC's outstanding obligations to CF Special Situation.

WHEREAS, on July 27, 2006, CF Special Situation, as assignee of Park-Ohio, filed proof of claim number 11777 (the "Proof of Claim") against DAS LLC. The Proof of Claim asserts a general unsecured claim in the amount of \$516,441.65 stemming from goods sold by Park-Ohio.

WHEREAS, on December 21, 2007, the Debtors objected to the Proof of Claim pursuant to the Debtors' Twenty-Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Or Amended Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, And Claim Subject To Modification That Is Subject To Prior Order (Docket No. 10982) (the "Twenty-Fourth Omnibus Claims Objection").

WHEREAS, on January 17, 2008, CF Special Situation filed its Response Of CF

Special Situation Fund I, L.P. To Debtors' Twenty-Fourth Omnibus Objection Pursuant To 11 U.S.C. 502(b) And Fed. R. Bankr. P. 2007 To (A) Duplicate Or Amended Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, And Claim Subject To Modification That Is Subject to Prior Order (Docket No. 12211) (the "Response").

WHEREAS, on November 25, 2008, to resolve the Twenty-Fourth Omnibus Claims Objection with respect to the Claim, DAS LLC and CF Special Situation entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, the Debtors acknowledge and agree that the Claim shall be allowed in the amount of \$194,475.66 and shall be treated as a general unsecured non-priority claim against the estate of DAS LLC.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and CF Special Situation stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$194,475.66 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. CF Special Situation shall withdraw its Response to the Twenty-Fourth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 15th day of December, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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